

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

Objection Deadline: January 8, 2002 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF FIFTH MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

Nelson Mullins Riley & Scarborough, L.L.P. ("NMRS"), special counsel to the above-captioned debtors and debtors in possession in the above-captioned chapter 11 cases, filed and served the Fifth Verified Application of Nelson Mullins Riley & Scarborough, LLP for Compensation for Services Rendered and Reimbursement of Expenses as Special Counsel to W. R.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Grace & Co., et al., for the Interim Period from October 1, 2001 Through October 31, 2001 and the Summary in connection therewith, seeking compensation in the amount of \$67,906.50 and reimbursement for actual and necessary expenses in the amount of \$1,348.82 (the "Fee Application").

The Fee Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members, entered by this Court on May 3, 2001 (the "Fee Order")

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801, on or before **January 8, 2002 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock &

Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000).

IF NO OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THE
ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED

MAY BE PAID PURSUANT TO THE FEE ORDER WITHOUT FURTHER ORDER OF THE COURT OR HEARING.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE FEE ORDER.

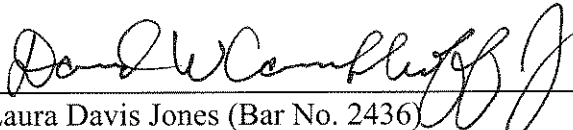
A HEARING ON THE FEE APPLICATION WILL BE HELD AT THE COURT'S CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: December 19, 2001

KIRKLAND & ELLIS
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and

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Co-counsel for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JIF)
) (Jointly Administered)
)
Debtors.) Objections due: 00
Hearing date: To be scheduled, only if objections are
timely filed and served.

**SUMMARY OF THE FIFTH MONTHLY VERIFIED
APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH, L.L.P. FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE INTERIM
PERIOD FROM OCTOBER 1, 2001 THROUGH OCTOBER 31, 2001**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: October 1, 2001 through October 31,
2001

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation sought as actual,
reasonable, and necessary:

\$54,325.20 (80% of \$67,906.50)

Amount of expense reimbursement sought as
actual, reasonable, and necessary:

\$1,348.82 for the period

This is a x monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately 3.0 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$ 510.00.

Prior fee applications:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
October 16, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 16, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 16, 2001	May 1, 2001- June 30, 2001	\$13,762.50	\$2,155.05	\$11,010.00	\$2,155.05
October 28, 2001	Sept. 1, 2001 – Sept. 30, 2001	\$31,625.50	\$488.83	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
George B. Cauthen	Partner	25 years	Bankruptcy	\$250.00	2.60	\$650.00
David M. Cleary	Partner	20 years	Environmental	\$285.00	120.40	\$34,314.00
Bernard F. Hawkins, Jr.	Partner	11 years	Environmental	\$220.00	33.10	\$7,282.00
Mary Ellen Ternes	Of-Counsel	6 years	Environmental	\$210.00	22.20	\$4,662.00
Kevin J. Heiser	Associate	3 years	Bankruptcy	\$170.00	48.90	\$8,313.00

Grand Total for Fees: \$55,221.00

Blended Rate: \$243.05

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Karen Brown	Paralegal	28 years	Environmental	\$125.00	98.30	\$12,287.50
Laurie K. Thomas	Paralegal	7 years	Environmental	\$ 85.00	1.90	\$161.50
Emily Flemming	Project Assistant	6 months	Environmental	\$ 55.00	4.30	\$236.50

Grand Total for Fees: \$12,685.50

Blended Rate: \$121.39

Compensation by Matter

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06000	General	6.60	845.00
02399/06001	Walpole Mass-Cercla	5.90	1,512.50
02399/06003	Beaco Road Site	3.00	347.00
02399/06011	Enoree Site Management	20.00	4,187.50
02399/06014	DAREX, Atlanta Facility	22.00	4,642.00
02399/06018	Western Minerals Products Site	42.50	5,392.50
02399/06020	Guanica, Puerto Rico	1.10	209.00
02399/06021	Coachmen	6.90	862.50
02399/06023	Libby, MT – General Environment	117.30	31,464.50
02399/06027	Project Allen	59.50	10,998.00
02399/06031	Li Tungsten	18.50	2,539.00
02399/06032	Charleston	14.20	2,876.00
02399/06042	Libby Expansion Plants-Newark, CA	1.00	125.00
02399/06045	Libby Expansion Plants-Santa Ana	0.80	100.00
02399/06047	Libby Expansion Plants-Phoenix	6.60	937.00
02399/06048	Libby Expansion Plants-Minneapolis-Residential	3.50	517.50
02399/06087	Libby Expansion Plants-Glendale, AZ	2.30	351.50
TOTAL		330.70	\$67,906.50

Expense Summary

Description	Amount
Telephone	\$ 37.95
Standard Copies	477.25
Outside Delivery Service	85.79
Outside Copy Services	12.60
Environmental Tests	44.00
Travel Expenses	78.20
Computer Assisted Research	613.03
Total	\$ 1,348.82